

I N D E X

RESOLUTION NO. 2099

A RESOLUTION PROVIDING FOR THE ISSUANCE OF BONDS,
PROVIDING COVENANTS FOR THE PROTECTION OF THE
BONDS AND FOR THE PLEDGE OF PARKING REVENUES
AND LEVY OF ANNUAL AD VALOREM ASSESSMENTS TO
PAY THE PRINCIPAL AND INTEREST THEREOF

CITY OF LODI
PARKING DISTRICT NO. 1

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PARKING DISTRICT NO. 1

RESOLVED, by the City Council of the City of Lodi, California, that

WHEREAS, a verified petition for the formation of Parking District No. 1 of the City of Lodi, signed by the owners of real property in the proposed District, as shown by the last equalized assessment roll, owning real property of an assessed value of not less than fifty-one per cent (51%) of the total assessed value of all taxable real property in the district, as shown by said assessment roll, and owning taxable land in the proposed district constituting not less than fifty-one per cent (51%) of the total area of all taxable land in the proposed district, has been filed in the office of the City Clerk, pursuant to the Parking District Law of 1951;

WHEREAS, the City Clerk has examined the said petition and has certified to this Council that said petition is signed by the requisite number of qualified signers and is sufficient;

WHEREAS, on the 18th day of July, 1956, this Council adopted Resolution No. 1942, A Resolution of Approval and Agreement to Terms of Petition for the Formation of Parking District No. 1 and Directing Preparation of Report, wherein said Council approved said petition, found that said petition has been signed by the requisite number of qualified signers, agreed to allocate and pledge that portion of the net revenues of on-street parking meters proposed to be allocated and pledged in said petition and determined that the public interest, convenience and necessity required the parking meters be continued to be maintained as proposed in said petition, and directed the preparation of a report as required by Section 35257 of the Streets and Highways Code, part of said Law;

WHEREAS, said report has been prepared by Harold F. Wise, Associates, being a competent person employed for that purpose, and filed in the office of the City Clerk and has been read, duly considered and approved by said Council as evidenced by Resolution No. 1943, A Resolution of Preliminary Approval of Engineer's Report Pursuant to the Parking District Law of 1951, Parking District No. 1, adopted July 18, 1956;

WHEREAS, on the 18th day of July, 1956, this Council adopted its Resolution No. 1944, A Resolution of Intention to Form Parking District in the City of Lodi and to Issue Bonds to Pay the Cost and Expenses Thereof, Parking District No. 1, for the purpose of acquiring and approving off-street parking places in said City and to form said area into a parking district and to issue bonds and levy ad valorem assessments, under and pursuant to said Law;

WHEREAS, said Council appointed Wednesday, the 5th day of September, 1956, at the hour of 8:00 o'clock P. M. of said day at the Council Chambers, City Hall, Lodi, California, as the time and place for hearing on the proposed formation of the district;

WHEREAS, notices of said hearing were duly and regularly published and mailed in the time, form and manner required by law, as evidenced by affidavits on file with said Clerk, whereupon said hearing was duly and regularly held and evidence taken at the time and place advertised in said notice;

WHEREAS, persons interested and objecting to the formation of said Parking District, or to the extent thereof, or to the inclusion of property therein, or to the acquisitions and improvements as proposed, or to the issuance of bonds, or to the doing of any other things as proposed in said Resolution of Intention, filed written protests with the Clerk of said City at or before the time set for said hearing, and all persons interested desiring to be heard were given an opportunity to be heard, and all matters and things pertaining to said acquisitions and improvements were fully heard and considered by said Council;

WHEREAS, the owners of taxable real property in the district having an assessed valuation of more than one-half of the assessed valuation of all taxable real property in the district did not file written protests objecting to the formation of Parking District No. 1 of the City of Lodi, or to the extent thereof, or to the inclusion of their property therein, or to the acquisitions and improvements, or to the issuance of bonds, or to the doing of any other things as proposed in said Resolution of Intention;

WHEREAS, at the conclusion of said hearing, the Council ordered same closed, and on the 5th day of September, 1956, duly adopted its Resolution No. 1965, A Resolution Determining Convenience and Necessity of Ordering Acquisitions and Improvements, Overruling Protests and Directing Formation of Parking District No. 1, wherein said Council determined that protests were not signed by the owners of taxable real property in the district having an assessed valuation of more than one-half of the assessed valuation of all taxable real property in the district;

WHEREAS, on the ⁵19th day of September, 1956, said Council introduced Ordinance No. 568, An Ordinance Relating to the Formation of Parking District No. 1, which ordinance declared the Parking District formed and described the acquisitions and improvements to be made, was duly adopted at a meeting duly held on the 21st day of November, 1956, and thereupon duly published as required by law;

WHEREAS, on the 17th day of July, 1957, said Council adopted its Resolution No. 2043, A Resolution of Intention to Make Changes and Modifications, Parking District No. 1, by the terms of which it declared its intention to make certain eliminations, changes and modifications in the acquisitions and improvements to be made, all as more particularly therein set forth, and fixed Wednesday, the 21st day of August, 1957, at 8:00 o'clock P. M. at the Council Chambers, City Hall, Lodi, California, as the time and place of hearing thereon;

WHEREAS, a supplemental report, dated August 15, 1957, showing the effect of said proposed eliminations, changes and modifications upon the acquisitions and improvements and other data given in the original report was prepared by Harold F. Wise, Associates, and filed with the City Clerk prior to said date;

WHEREAS, notice of the hearing on said proposed eliminations, changes and modifications was duly published as required by law, as evidenced by affidavit on file in the office of the City Clerk, and the hearing held on Wednesday, the 21st day of August, 1957, at which time all persons interested were duly heard, and at the conclusion thereof and on the 21st day of August, 1957, said Council adopted its Resolution No. 2056, A Resolution Ordering Changes and Modifications;

WHEREAS, on the 8th day of January, 1958, said Council adopted its Resolution No. 2081, A Resolution of Intention to Make Changes and Modifications, Parking District No. 1, by the terms of which said Council declared its intention to make certain additional eliminations, changes and modifications in the acquisitions and improvements to be made, all as more particularly therein set forth, and fixed Wednesday, the 5th day of February, 1958, at 8:00 o'clock P. M., Council Chambers, City Hall, Lodi, California, as the time and place of hearing thereon;

WHEREAS, a second supplemental report, dated January 8, 1958, showing the effect of the proposed eliminations, changes and modifications upon the acquisitions and improvements and other data given in the original report, as modified, was prepared by Pacific Planning and Research, formerly Harold F. Wise, Associates, and filed with the City Clerk prior to said hearing date;

WHEREAS, notice of the time and place of said hearing was duly published as required by law, as evidenced by affidavit on file in the office of the City Clerk, and the hearing duly held and evidence taken on Wednesday, the 5th day of February, 1958, at which time all persons interested were duly heard and at the conclusion thereof and on the 5th day of February, 1958, said Council adopted its Resolution No. 2091, A Resolution Ordering Changes and Modifications;

WHEREAS, the City has contracted for the purchase of all of the land, property and rights of way proposed to be acquired in said Resolution of Intention, as modified, and the amount to be paid for said land, property and rights of way has been finally determined;

WHEREAS, the City has determined the amount necessary to make the proposed acquisitions and improvements, as modified, to pay the incidental expenses in connection therewith and the proceedings therefor and to establish a reserve fund for the payment of the principal of and interest on the bonds, less any amount to be contributed by the City for such purposes;

WHEREAS, on the 5th day of February, 1958, said Council introduced Ordinance No. 611, An Ordinance Declaring the Use of City Lands as Parking Places, Parking District No. 1, which Ordinance declared and agreed that certain City lands more particularly described therein would, for all purposes of said district, be held, used and treated in all respects the same as parking places acquired with the proceeds of bonds to be issued for said district, and provided that no compensation would be paid to the City for said lots or the use thereof, which Ordinance was duly adopted at a meeting duly held on the 19th day of February, 1958, and thereupon duly published as required by law; and

WHEREAS, all acts, conditions and things required by the Constitution and Laws of the State of California and the Parking District Law of 1951 to be done, and to happen and to be performed precedent to and in the issuance of said bonds, have been done, have happened, and have been performed in regular and due form, time and manner as required by law, and the City Council is now authorized to issue and sell said bonds, and to impose and collect charges for the use of said facilities and to maintain and operate street parking meters in the Central Business District, and to levy special ad valorem assessments upon the real property within the district determined to be the district benefited thereby, all as more particularly provided in said proceedings, as modified;

NOW, THEREFORE, IT IS HEREBY DETERMINED and ORDERED, as follows:

1. Definitions. As used herein, the terms herein have the following meanings:

- (a) Annual means the fiscal year of the Entity, which is from July 1 to June 30, both inclusive;
- (b) Assessment District, Parking District or District mean Parking District No. 1 comprising the territory in the City described in the proceedings;
- (c) Bonds or Bonds of This Issue mean the bonds herein authorized to be issued;
- (d) Bondholder or Holder of Bonds mean the holder of a bearer bond or the registered owner of a registered bond;
- (e) Bond Law means the Constitution of the State of California, and particularly Article XI, Section 18-1/4 thereof, and the Parking District Law of 1951, and the Charter of a General Law City;
- (f) Charges mean fees, tolls, rates and rentals prescribed by the Legislative Body or the Commission, or both, for the services and facilities of the Enterprise;
- (g) Central Business District means the downtown area of the City generally covered by but not restricted to the area of the Assessment District referred to in the proceedings and more particularly described in Exhibit "A" hereto attached and by reference made a part hereof;
- (h) Clerk or City Clerk mean the person elected or appointed as the Secretary or Clerk of the Entity and of its Legislative Body;
- (i) Commission means the Parking Place Commission appointed or to be appointed under the Bond Law;
- (j) Depository means the Farmers and Merchants Bank of Central California, Lodi, California, the duly appointed, qualified and acting Depository of the Entity;
- (k) Engineer means the City Engineer;
- (l) Enterprise means the acquiring, constructing, maintaining and operating of the Project and of on-street motor vehicle parking facilities within and without the Parking District but within the Central Business District;
- (m) Entity or City mean the City of Lodi;
- (n) Finance Officer or City Treasurer is the person duly appointed, qualified and acting as the Treasurer of the Entity;
- (o) Gross Revenues mean all annual revenues of the Enterprise;
- (p) Improve means reconstruct, replace, extend, repair, better, equip, develop, embellish or otherwise improve;
- (q) Indenture means this Resolution;
- (r) Legislative Body or City Council or Council mean the Council, Board of Directors or other legally provided governing body of the Entity;

(s) Net Off-Street Revenues mean the annual gross revenues of the off-street motor vehicle parking places to be acquired and improved in the project, after deducting all sums expended therefrom for the annual management, operation, maintenance and repair thereof, including all incidental costs, fees and expenses properly chargeable thereto;

(t) Net On-Street Meter Revenues mean the revenues of on-street parking meters in the Central Business District, remaining after deductions for the cost of acquiring meters and the cost of their maintenance, operation, repair and servicing, and the cost of collecting the revenues therefrom, without allowing for depreciation or obsolescence or any cost of policing or patrol, all of which net on-street meter revenues are hereby contributed by the Entity to the Project so long as any bonds shall be outstanding;

(u) Net Revenues and Net Revenues of the Enterprise mean annual gross revenues of the Project after deducting all sums expended therefrom for the annual management, operation, maintenance and repair of the Project, including all incidental costs, fees and expenses properly chargeable thereto, plus the net on-street meter revenues; as used with reference to a parking meter, net revenues mean the revenues remaining after deductions for the cost of acquiring the meter and the cost of its maintenance, operation, repair and servicing, and the cost of collecting the revenues therefrom, without allowance for depreciation or obsolescence, or any cost of policing or patrol;

(v) Presiding Officer or Mayor mean the Mayor, President, Chairman or other legally provided person elected by the Legislative Body as principal officer of the Entity;

(w) Proceedings means all action of the Legislative Body and other Entity officers heretofore or hereafter taken pursuant to Resolution No. 1944, adopted pursuant to the Bond Law, including action of the Commission;

(x) Project means the acquisition and construction of the off-street motor vehicle parking places described in the proceedings, together with the City lands described in Ordinance No. 611, adopted February 19, 1958;

(y) Revenues mean all charges received for, and all other income and receipts derived from the operation of the Project or arising from the Project, and any additions, extensions and improvements thereto, plus the net on-street meter revenues, including revenues deposited in the Bond Fund to provide the payment of the bonds, and interest received on any invested moneys of the Enterprise.

2. Public Interest. The public interest, convenience and necessity require, and the public economy and general welfare will be served by the Project.

3. Project Cost. The total estimated cost of the Project, including engineering and other fees, acquisition of property, lands and easements, construction of improvements, and all other expenses incidental thereto, but excluding a reserve fund for the payment of principal of and interest on the bonds, and interest during the period of construction and six months thereafter, is the sum of \$380,000.

4. Issue of Bonds. Bonds shall be issued to pay the cost of the Project.

5. Complete Project. It is hereby found and determined that the Entity has made all necessary arrangements for the financing of the Project. Accordingly, it is hereby found and determined that:

(a) Adequate Funds. The Project can be accomplished as part of the Enterprise to constitute a complete system from the funds available and to be available from the proceeds of the sale of the bonds, and from the other sources set forth above;

(b) Adequate Rates. Charges have been and will be fixed, levied and collected for the services and facilities to be furnished by the Enterprise; and

(c) Net Revenue Pledge. The net revenues of the Enterprise are pledged to service the bonds as herein provided.

6. Single Transaction. The Enterprise is one transaction, complete in and of itself, and the proceeds of the bonds will be applied to the cost of the Project as part of the Enterprise, as herein provided.

7. Separate Fund. The Entity, during the term of the bonds to be issued hereunder, will operate the Enterprise as a separate and distinct agency, and will create and maintain a separate and distinct special fund for the Enterprise into which all revenues to be received are to be deposited and from which all costs of management, maintenance, operation, repair and improvements of the Enterprise, the principal and interest of the bonds, and all other payments herein provided, are to be made during the term of the bonds.

8. Term of Bonds. The bonds shall be in the aggregate amount of \$380,000, shall be dated March 15, 1958, shall each be in the denomination of \$1,000, shall be called "(Name of Entity Off-Street Parking Bonds of 1958)", and shall mature serially in the order of serial numbers on the 15th day of March in the years and amounts as follows:

<u>Bond Numbers</u> <u>(Both Inclusive)</u>	<u>Principal</u> <u>Amount</u>	<u>Year of</u> <u>Maturity</u>	
1 - 5	\$ 5,000	1959	
6 - 10	5,000	1960	
11 - 15	5,000	1961	
16 - 22	7,000	1962	
23 - 29	7,000	1963	
30 - 36	7,000	1964	
37 - 46	10,000	1965	
47 - 56	10,000	1966	
57 - 66	10,000	1967	
67 - 76	10,000	1968	First Call Date
77 - 88	12,000	1969	
89 - 100	12,000	1970	
101 - 112	12,000	1971	
113 - 124	12,000	1972	
125 - 139	15,000	1973	
140 - 154	15,000	1974	
155 - 169	15,000	1975	
170 - 186	17,000	1976	
187 - 203	17,000	1977	
204 - 220	17,000	1978	
221 - 240	20,000	1979	Callable
241 - 260	20,000	1980	"
261 - 280	20,000	1981	"
281 - 305	25,000	1982	"
306 - 330	25,000	1983	"
331 - 355	25,000	1984	"
356 - 380	25,000	1985	"

9. Callable Bonds. Bonds maturing on or prior to March 15, 1978, are not subject to call or redemption prior to maturity. Bonds maturing on or after March 15, 1979, shall, by their terms, be subject to call and redemption, at the option of the Entity, as a whole or in part, on March 15, 1968, but not prior thereto, or on any interest date thereafter and prior to their respective dates of maturity.

Said bonds shall be called and redeemed in installments of up to \$5,000 in any year of maturity and in inverse numerical order in each installment. The first \$5,000 installment shall be called from the bonds maturing in the year 1985, and each succeeding \$5,000 installment shall be called from the bonds maturing in the next prior year until such installments have been called in each year through 1979. When the \$5,000 installment of bonds to be called in the year 1979 has been called, the next \$5,000 installment shall be for bonds maturing in the year 1985 and then again in each year through 1979. Such installment calls and redemption shall continue in the same sequence until all callable bonds have been called and redeemed.

The Entity shall pay the principal amount of said bonds plus a premium equal to one-quarter of one per cent ($1/4$ of 1%) of such principal amount for each whole twelve (12) months and for any remaining fraction of a twelve-month period from the date fixed for redemption to the maturity date of such bond, but not to exceed four per cent (4%) of such principal amount.

10. Purchase of Bonds. The Entity may also, from time to time, purchase any or all of said outstanding bonds at prices offered, at or below the sum required to be paid in the event of redemption by call. All bonds purchased or called shall be cancelled and shall not again be reinstated.

11. Interest Coupons. The bonds shall bear interest at the rate of not to exceed six per cent (6%) per annum from their date until paid. Said interest shall be payable semi-annually on the 15th day of September and March of each year to the date of maturity.

Attached to each bond shall be interest coupons payable at the times the respective interest payments thereon become due and for the amount thereof, as determined from the accepted bid for the purchase of the bonds.

12. Interest After Maturity. If, upon presentation at maturity, payment of the bonds or of any interest coupons thereof, is not made in full accordance with the terms of this Indenture, the bonds or coupons, or both, shall continue to bear interest at the rate stated in the bond until paid in full.

13. Where Bonds Payable. The principal and interest on the bonds, as well as any premium thereon in case of the redemption thereof prior to maturity, shall be payable at the office of the Finance Officer, or, at the option of the bondholder, at any fiscal agency of the Entity in Los Angeles, California, or San Francisco, California, or Chicago, Illinois, or New York, New York.

14. Negotiable Instruments. Subject to the provisions for registration and transfer herein, the bonds are negotiable instruments and title thereto, unless registered, shall pass by physical delivery thereof. The bondholders of unregistered bonds shall have all of the rights possessed by holders of negotiable instruments payable to bearer.

15. Execution of Bonds. When the bonds have been prepared in accordance with this Indenture, they shall be executed on behalf of the Entity by the Presiding Officer and by the Finance Officer by their printed, engraved or lithographed signatures and countersigned by the manual signature of the Clerk, who shall affix thereto the corporate seal of the Entity, and the interest coupons shall be executed and authenticated by the printed, engraved or lithographed facsimile signature of the Finance Officer, who by such signatures shall ratify the execution of the same.

16. Record of Bonds. The Finance Officer shall keep a record of the names of the purchasers of the bonds and of all successive bondholders so far as such information is furnished to him.

17. Registration of Bonds. Any bond is subject to registration as to principal and interest upon written request of the bondholder and presentation of the bond to the Finance Officer for registration. Upon such presentation and request, he shall cut off the coupons and preserve them in his office. He shall maintain a book in which he shall enter the numbers of all registered bonds and the names and addresses of the owners of registered bonds. Until such registration is cancelled as herein provided, the interest and principal thereof shall be payable only to the registered owner. There shall be provided on the back of each bond a suitable blank showing the name and address of the registered owner, the date of registration or transfer, the type of registration and the signature of the Finance Officer.

(a) Principal Only. The bonds may be registered as to principal only. When bonds are registered as to principal only, a notation shall be made to that effect in the registration book and on the bond. The coupons shall not be detached and the interest on such bonds shall be paid upon presentation of such coupons in the same manner as unregistered bonds. Principal, however, shall be paid only to the registered owner upon presentation of such bond;

(b) De-registration. The registration of any unmatured bond may be cancelled upon written request of the registered owner. Upon receipt of such request, the Finance Officer shall cancel the registration in the bond register book and on the back of the bond, re-attach all unmatured coupons to the bond, and deliver the bond and attached coupons to the owner. Until such bond is re-registered, the principal thereof shall be payable to bearer, and the interest shall again be paid upon surrender of proper coupons;

(c) Re-registration. De-registered bonds are subject to re-registration in the same manner as previously unregistered bonds.

18. Delivery of Bonds. The bonds shall be delivered to the purchasers thereof. The Entity shall deliver the bonds upon receipt of the purchase price and shall credit the proceeds to the special fund and account for the payment of the cost of the Project as provided herein, but the purchasers shall not be required to see to the proper application thereof.

19. Transcript. The Clerk is hereby authorized to prepare and furnish to the purchasers of the bonds and attorneys examining the same a complete set of certified copies of all ordinances, resolutions and documents of the Entity relating to the Enterprise and to the issuance of bonds and of all other proceedings and records of the Legislative Body showing the right, power and authority to issue the bonds and to provide the security therefor, and such certified copies and certificates shall be deemed representations of the Legislative Body as to all facts stated therein.

20. Proceeds of Bonds. There is hereby created a special fund to be designated "(Name of Entity) Off-Street Parking District No. 1 Construction Fund", herein called "Construction Fund", which shall be maintained by the Finance Officer, as a separate account, distinct from all other funds of the Entity. The proceeds of the bonds, or any part thereof, including the premium, if any, sold by the Entity, shall be deposited in said Fund and shall be expended to pay the following:

(a) Acquisition Costs. The cost of acquiring the property ordered acquired in the proceedings for which a contract has been or shall be made, or any interlocutory decree in eminent domain had and taken;

(b) Construction Costs. The costs due under contracts for construction work, described in the proceedings, on certificates of the Engineer as to the work completed substantially in accordance with the plans and specifications to be adopted by the Legislative Body therefor and as said certificates are approved by it;

(c) Incidental Expenses. The incidental expenses of the proceedings, consisting of all engineering, inspection and legal fees and the costs of authorizing and issuing the bonds as approved by the Legislative Body.

Interest accrued on said bonds from their date to date of delivery shall be deposited in the Bond Fund.

21. Pledge of Revenues. All of the net revenues are hereby pledged to pay the principal of and interest on the bonds, and to provide:

- (a) a Bond Fund,
- (b) a Reserve Fund, and
- (c) a Surplus Fund.

22. First Lien on Net Revenues. The sums required to meet the payment of interest on and principal of the bonds of this issue shall be secured by a direct and exclusive first charge and lien upon all of the net revenues of the Enterprise, including the net revenues of improvements, extensions and additions thereto, together with any interest earned thereon.

23. Equal Parity. All of the bonds shall be equally and ratably secured without preference or priority by reason of number, date, date of sale or of execution or of delivery of the bonds, by said lien upon the net revenues of the Enterprise in accordance with the Bond Law and this Indenture. Said lien shall be prior and paramount to any and all other claims and obligations that have arisen or may arise to be incurred against said net revenues.

24. Bonds Not a Debt. The bonds and interest thereon shall not be a debt of the Entity, nor a charge, lien or encumbrance, legal or equitable, upon any of its property or upon any of its income or receipts or revenues, other than the net revenues of the Enterprise which have been pledged to the payment thereof and the proceeds of said ad valorem assessments, as herein provided.

25. Entity Credit Not Encumbered. No recourse shall be had for the payment of the bonds, or the interest thereon, or any part thereof, against the General Fund of the Entity, nor shall its credit or taxing power be deemed to be pledged thereto, and the bondholders shall never have the right to compel the exercise of the taxing power of the Entity (other than the ad valorem assessment levies herein provided) or the forfeiture of any of its property for the payment of the bonds or the interest thereon.

26. Bonds a Special Obligation. The bonds and interest thereon are payable solely from:

- (a) The net off-street revenues;
- (b) The net on-street meter revenues; and
- (c) The proceeds of annual ad valorem assessments to be levied upon the taxable real property in the assessment district.

Neither the Entity nor any of its officers is to be held otherwise liable for the principal of or interest on the bonds.

27. Revenues a Trust Fund. The net revenues here pledged and any other funds that may hereafter be created from said revenues, together with the proceeds of the ad valorem assessment levies herein provided for the payment of the principal of or interest on the bonds of this issue, or the better securing of the payment thereof, shall constitute a trust fund for the security and payment thereof, and except as otherwise specifically authorized by this Indenture, shall not be used for any other purpose so long as any of the bonds or any interest thereon are outstanding and unpaid.

28. Revenue Fund. There is hereby created a special fund to be designated "(Name of Entity) Central Business District Parking Meter Revenue Fund", herein called "Revenue Fund", which shall be maintained and operated by the Finance Officer as a separate account, distinct from all other funds of the Entity, into which shall be paid all funds heretofore collected and now available from the on-street parking meters in the Central Business District. There shall also be paid into said Fund, on or before the first day of each month following the receipt thereof, the revenues.

So long as any bonds of this issue or any additional bonds authorized hereunder are outstanding or any interest thereon is unpaid, said Fund shall be administered and disbursements shall be made therefrom in the manner and in the order progressively set forth in Sections 29, 30, 31, 32 and 33 hereof.

29. Maintenance and Operation Funds.

(a) There shall be expended monthly from the Revenue Fund such sums as are necessary to pay the cost of maintaining and operating the Project, and to keep the Project lots in good order and repair;

(b) There shall also be expended monthly from the Revenue Fund the cost of management, maintenance, operation and repair of on-street parking meters in the Central Business District in an amount not exceeding the gross revenues derived by the Entity from such on-street meters. Where a cost item is in relation to all meters in the Entity, it shall be apportioned in the ratio that the number of meters in the Central Business District bears to the total number of meters in the Entity.

30. Bond Fund. There is hereby created a special Fund designated "(Name of Entity) 1958 Off-Street Parking Bond Fund", herein called "Bond Fund", which shall be maintained by the Finance Officer, as a separate bank account in the Depository, distinct from all other funds of the Entity, to cover the payment of the principal of and interest on all of the bonds.

(a) Forthwith, upon receipt of the proceeds of the bonds of this issue, the Finance Officer shall pay therefrom to the Bond Fund any funds received on account of interest accrued on said bonds from their date to the date of their delivery;

(b) Forthwith upon receipt of the proceeds of the bonds of this issue, the Finance Officer shall pay from the Revenue Fund into the Bond Fund the sum of \$7,200;

(c) The proceeds of any special assessment levies made pursuant to Sections 37 and 38 hereof shall be deposited in the Bond Fund;

(d) On the first day of each calendar month beginning with the date of the bonds, and after any moneys therein have been applied, the Finance Officer shall pay out of the Revenue Fund into the Bond Fund, an equal aliquot part of the amount necessary to pay the next maturing installment of interest on said bonds;

(e) On the first day of each calendar month commencing twelve (12) months prior to the first maturity of the bonds, and after any moneys therein have been applied, the Finance Officer shall pay out of the Revenue Fund into the Bond Fund, an equal aliquot part of the aggregate yearly amount necessary to pay the next maturing installment of principal of the bonds of this issue.

Any amount required to be set aside, transferred to and placed in the Bond Fund may be prepaid in whole or in part by being earlier set aside, transferred to and placed in the Bond Fund, and in that event the monthly transfer which has been so prepaid need not be made at the time appointed therefor. In any event, at least one month prior to the due date of any maturity or installment of principal of or interest on the bonds all sums required for the payment thereof must be in such Bond Fund in cash.

All moneys in this Fund shall be used and withdrawn solely for the purpose of paying the principal of and interest on the bonds as the same shall become due and payable. After full payment of the bonds and interest any balance in the Fund shall be returned to the Revenue Fund.

31. Reserve Fund. There is hereby created a "(Name of Entity) 1958 Off-Street Parking Bond Reserve Fund", herein called "Reserve Fund", which shall be maintained by the Finance Officer, as a separate bank account in the Depositary, distinct from all other funds of the Entity, to further secure the payment of the principal of and interest on the bonds.

(a) Forthwith upon receipt of the proceeds of the bonds of this issue, the Finance Officer shall pay from the Revenue Fund into the Reserve Fund an amount equal to the average annual aggregate amount of the principal and interest to accrue in each year during the term of the bonds;

(b) Whenever any moneys are withdrawn from the Reserve Fund to pay the principal and interest of bonds, the amount so withdrawn shall be restored from available funds in the Surplus Fund, and, if none, then by monthly transfers from the Revenue Fund on the first day of each calendar month thereafter in the sum of not less than \$500, or an amount equal to one-half the net surplus for the prior month, whichever shall be greater, until there has been restored therein the gross amount provided therefor in subdivision (a) of this Section.

Money in the Reserve Fund shall be used solely for the purpose of paying the principal of and interest on the bonds in the event that the moneys in the Bond Fund are insufficient therefor and for that purpose may be withdrawn and transferred to the Bond Fund. After reaching the year of maximum debt service of the bonds, moneys in said Fund in excess of an amount equal to the principal and interest to accrue during the current fiscal year may be transferred from the Reserve Fund to the Bond Fund.

The moneys in the Reserve Fund shall be transferred to the Bond Fund at the times and for the purposes and in the amounts necessary to pay the last remaining installments of principal and interest of the bonds. Any balance thereafter shall be transferred to the Revenue Fund.

32. Surplus Fund. There is hereby created a special fund designated "(Name of Entity) 1958 Off-Street Parking Bond Surplus Fund", herein called "Surplus Fund", which shall be maintained and operated by the Finance Officer as a separate account, distinct from all other funds of the Entity.

(a) To this Fund there shall be transferred monthly all moneys remaining in the Revenue Fund over and above the amounts transferred or disbursed under Sections 29, 30 and 31 hereof, excepting the sum of \$15,000 which shall be retained in the Revenue Fund to cover unforeseen expenditures;

(b) The moneys in this Fund shall be used exclusively:

(i) To pay the principal, interest and premiums of bonds called prior to maturity; and

(ii) To pay for bonds of this issue purchased in the open market at prices offered at or below the sum required to be paid in the event of redemption by call.

No moneys shall be otherwise paid or transferred therefrom until and unless full compliance has been had with all of the provisions of this Indenture.

33. Feeding Higher Priority. In the event that the balance in any fund is below its requirements, moneys from a fund of lower priority shall be transferred up to fill such deficiency in said fund, and said higher fund shall have a first claim on the moneys of said lower fund for said purpose.

34. Investment of Surplus Funds. All moneys that are not required to be used within such time may be invested in authorized negotiable direct obligations of the United States of America, maturing not more than the following period with moneys of the following funds:

(a) Construction Fund - six months;

(b) Bond Fund - one hundred days;

(c) Reserve Fund - twelve years for 75% of the money and one year for 25% thereof;

(d) Surplus Fund - March 1, 1968 and thereafter within each bond year.

35. Inactive Deposits. Any moneys not then needed may be deposited with the Depositary as inactive funds of the Entity.

36. Annual Statement. Annually, prior to the time fixed for levying Entity taxes, the Finance Officer, for and on behalf of the Legislative Body, shall prepare and file with the Legislative Body a statement of the estimated gross revenues from the Project for said fiscal year, the estimated cost of maintaining and operating said facilities, the estimated gross on-street meter revenues to be derived for said year and paid into the Revenue Fund, the estimated cost of maintaining and operating said meters, the amounts required for the payment of the principal and interest of the bonds, and any amount required for the payment of any other costs which have or might become a charge against any of said revenues which has or will become due before the proceeds of another annual levy shall become available therefor, and the amount of the special levy for said year within the district.

37. Annual Levy. The Legislative Body shall annually, at the time and in the manner of levying other Entity taxes, levy and cause to be collected an ad valorem assessment upon all taxable real property in the Parking District, to the extent to which the net revenues have been or are expected to be insufficient, which shall clearly be sufficient, in addition to such sums as may be in the Bond Fund after making adequate allowance for estimated delinquencies, to pay the principal of and interest on the bonds which have or shall become payable before the proceeds of another such levy shall be available therefor; provided, that the duty to make such levy is limited to thirty-one (31) years as to time and to \$.50 per \$100 of assessed valuation of taxable real property in the Parking District.

38. Method of Levy. Said special assessment levy shall be levied and collected upon the tax roll upon which general Entity taxes are collected. It shall be in addition to all other taxes levied for general Entity purposes, and shall be levied, computed, entered, collected and enforced in the same manner and by the same persons and at the same time, and with the same penalties and interest, as are other taxes for Entity purposes, and all laws applicable to the levy, collection and enforcement of taxes for Entity purposes are hereby made applicable to said special levy, and upon default the delinquent property shall be sold and be subject to redemption in the same manner as such real property is sold or redeemed from the sale for General Entity taxes, and if not redeemed shall in like manner pass to the purchaser.

39. Deposit in Bond Fund. The moneys collected from the special assessment levies shall also be deposited in the Bond Fund.

40. Notice of Redemption. The Finance Officer shall cause thirty (30) days prior notice of redemption to be given by mail, and in addition shall publish such notice once at least thirty (30) days prior to the day of call in a financial paper published in New York or Chicago. The Finance Officer shall mail such notice by registered mail thirty (30) days prior thereto to the last known holder or holders of any bearer bonds so called, as shown by the records in his office. Notice of redemption of any registered bonds shall be given to the registered owners by registered mail at least thirty (30) days prior to the date of call. No interest shall accrue on said bonds called for redemption or on any interest coupons thereof after the redemption date specified in said notice.

41. Form of Notice. The notice of redemption shall:

- (a) State the redemption date;
- (b) State the redemption price;
- (c) State the numbers and dates of maturity of the bonds to be redeemed; provided, however, that whenever any call includes all of the bonds of a maturity the numbers of the bonds of such maturity need not be stated;
- (d) Require that such bonds be surrendered with all interest coupons maturing subsequent to the redemption date (except that no coupons need be surrendered on bonds registered as to both principal and interest) at the office of the Finance Officer, or, at the option of the holder, at any fiscal agency of the Entity in Los Angeles, California, or San Francisco, California, or Chicago, Illinois, or New York, New York.
- (e) Require that bonds which at the time of call are registered so as to be payable otherwise than to bearer shall be accompanied by appropriate instruments of assignment to the Entity duly executed; and

(f) Give notice that further interest on such bonds will not accrue after the designated redemption date.

42. Receipt of Notice Unnecessary. The actual receipt by the holder of any bond of notice of such redemption shall not be a condition precedent to redemption, and failure to receive such notice shall not affect the validity of the proceedings for the redemption of such bonds or the cessation of interest on the date fixed for redemption.

43. Certificate of Notice Conclusive. A certificate by the Finance Officer that notice of call and redemption has been given to owners of registered bonds as herein provided shall be conclusive as against all parties, and no bondholder whose registered bond is called for redemption may object thereto or object to the cessation of interest on the redemption date fixed by any claim or showing that he failed to actually receive such notice of call and redemption.

44. Redemption Fund. Prior to the time the Legislative Body determines to call and redeem any of said bonds, the Finance Officer shall establish a redemption fund to be described and known as "(Name of Entity) 1958 Off-Street Parking Bond Redemption Fund", hereinafter called "Redemption Fund". Prior to the publication of the notice of a redemption there must be set aside in said Redemption Fund moneys available for the purpose and sufficient to redeem, at the premium payable as herein provided, the bonds designated in such notice for redemption.

(a) Use of Funds. Said moneys must be set aside in said fund solely for that purpose and shall be applied on or after the redemption date to payment for the bonds to be redeemed upon presentation and surrender of such bonds and (except as to bonds registered as to both principal and interest) all interest coupons maturing after the redemption date, and shall be used only for that purpose;

(b) Coupons Due. Any interest coupon due on or prior to the redemption date shall be paid from the Bond Fund provided in Section 30 upon presentation and surrender thereof;

(c) Coupons Not Due. Each bond presented (if un-registered or registered as to principal only) must have attached thereto or presented therewith all interest coupons maturing after the redemption date;

(d) Retransfers. If after all of the bonds have been redeemed and cancelled or paid and cancelled, there are moneys remaining in said Redemption Fund, said moneys shall be transferred to the Surplus Fund; provided, however, that if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred to the fund created for the payment of principal of and interest on such refunding bonds.

45. Effect of Notice of Redemption. When notice of redemption has been given substantially as provided in Section 40 and when the amount necessary for the redemption of the bonds called for redemption is set aside for that purpose in the Redemption Fund, as provided in Section 44 hereof, the bonds designated for redemption shall become due and payable on the date fixed for redemption thereof, and, upon presentation and surrender of said bonds and (except as to bonds registered as to both principal and interest) all interest coupons maturing after the redemption date, to the Finance Officer, and, if any of said bonds be registered, upon the appropriate assignment thereof, such bonds shall be redeemed and paid at said redemption price out of the Redemption Fund.

(a) Interest Terminates. No interest will accrue on such bonds called for redemption or on any interest coupons thereof after the redemption date specified in such notice, and the holders of said bonds so called for redemption after such redemption date shall look for the payment of such bonds and the premium thereon only to said Redemption Fund. All bonds redeemed and all interest coupons thereof shall be cancelled forthwith by the Finance Officer and shall not be reissued;

(b) Matured Coupons Payable. All interest coupons, pertaining to any redeemed bonds, which coupons have matured on or prior to the time fixed for redemption, shall continue to be payable to the respective holders thereof but without interest thereon. All unpaid interest payable at or prior to the date fixed for redemption upon bonds registered in such manner that the interest is payable only to the registered owners shall continue to be payable to the respective registered owners of such bonds, or their order, but without interest thereon.

46. Covenants. For the protection and security of the bonds, it is covenanted and agreed to and with the holders of the bonds from time to time, that the Entity will:

(a) Acquire Project. Commence the acquisition, construction and completion of the Project and continue the same with all practical dispatch and in a sound and economical manner;

(b) Operate Enterprise. Operate the Enterprise in an efficient and economical manner and prescribe, revise and collect such charges in connection therewith that the services and facilities of the Enterprise may be furnished to its users at the lowest possible cost consistent with sound economy and prudent management;

(c) Good Repair. Operate, maintain, preserve and keep the Enterprise and every part thereof in good repair, working order and condition;

(d) Preserve Security. Preserve and protect the security of the bonds and the rights of the holders thereof, and warrant and defend such rights against the claims and demands of all persons whomsoever;

(e) Collect Revenues. Collect and hold in trust the revenues and other funds pledged to the payment of the bonds and apply such revenues or other funds only as provided by this Indenture;

(f) Service Bonds. Pay and cause to be paid punctually the principal of the bonds and the interest thereon on the date or dates and at the place or places and in the manner mentioned in the bonds and in the coupons thereto appertaining and in accordance with this Indenture;

(g) Pay Claims. Pay and discharge any and all lawful claims for labor, materials and supplies which, if unpaid, might by law become a lien or charge upon the revenues of the Enterprise, or any part of said revenues, or any funds in the hands of the Finance Officer, prior or superior to the lien of the bonds or which might impair the security of the bonds, to the end that the priority and security of the bonds shall be fully preserved and protected;

(h) Encumbrances. Except as otherwise provided in the Bond Law, not mortgage or otherwise encumber, sell, lease, or dispose of the Enterprise or any part thereof, nor enter into any lease or agreement which would impair or impede the operation of the Enterprise or any part thereof necessary to secure adequate revenues for the payment of the principal and interest of the bonds, or which otherwise would impair or impede the rights of the holders of the bonds with respect to such revenues or the operation of the Enterprise without provision for the retirement of the bonds of this issue then outstanding from the proceeds thereof; provided, however, that material and equipment worn out or not needed for the efficient and proper operation of the Enterprise may be sold without the consent of the bondholders if the proceeds thereof are applied to the improvement or extension of the Enterprise or to the retirement of the bonds;

(i) No Free Service. Subject to the provisions of the Bond Law as to removal of meters, and subject to the exercise of the police power of the Entity, not permit any part of the Enterprise, except for official parking facilities adjacent to public buildings, to be used or taken advantage of free of charge by any person, firm or corporation or by the State of California or the United States of America or by any public corporation, political subdivision, city, county, district or agency of either, including this Entity;

(j) No Competition. Not acquire, construct, operate or maintain, and (so far as lies in its power) not permit the district or any other public corporation or agency to acquire, construct, operate or maintain within the boundaries of the Entity or within any part thereof, any system or utility competitive with the Enterprise;

(k) Insurance. Procure and keep in force insurance upon all buildings and structures of the Enterprise and the machinery and equipment therein, which are usually insured by companies operating like properties, against risks customarily insured against by such companies, in good and responsible insurance companies. The amount of the insurance shall be such as may be required to adequately protect it and the holders of the bonds from loss due to any such casualty, and in the event of any such loss, the proceeds shall be used to repair or restore the Enterprise, or for the payment of the bonds issued hereunder;

(l) Fidelity Bonds. Procure suitable fidelity bonds covering all of its officers and other employees charged with the operation of the Enterprise and the collection and disbursing of revenues therefrom;

(m) Engineers. Employ consulting engineers of acknowledged reputation, skill and experience in the construction and operation of the Enterprise for any unusual or extraordinary items of maintenance, repair, extensions or betterments as shall be required from time to time, all reports, estimates and recommendations of such consulting engineers to be filed with the Clerk and furnished to the purchasers of the bonds if requested; and

(n) Audit and Report. Employ a certified public accountant who shall prepare and file with the purchaser of the bonds, with the Finance Officer and with the California Districts Securities Commission if the bonds shall at any time be certified by it, annually within one hundred twenty (120) days after the close of each fiscal year on June 30th, commencing in the year 1959, an annual audit for the preceding year which shall include:

(1) Balance Sheet. A balance sheet including balances of all funds herein created;

(ii) Revenue and Payments. A statement in detail of the cash receipts and disbursements of the income and expenses of the Enterprise;

(iii) Insurance. A statement as to the insurance carried by it, including a brief description of each policy as to its coverage and name of company issuing it;

(iv) Rate Schedules. The schedules of the rates and charges prescribed and then in effect;

(v) Recapitulation. A recapitulation of funds and accounts created by this Indenture into which are put moneys derived from the operation of the Enterprise and from the sale of the securities herein authorized, which shall show balances at the beginning of the period, deposits and withdrawals made during the period and balances at the end of the period; and also monthly deposit requirements for funds during the next succeeding fiscal period;

(vi) Comments. Comments of the accountant relative to the fulfillment of the provisions of this Indenture and the manner in which the Enterprise has been operated, and his recommendations for improving the operation of the Enterprise.

47. Additional Bonds. No additional bonds shall be issued or other obligations incurred which shall be payable from the net revenues and constitute a lien thereon which shall have priority over or be on a parity with the bonds of this issue.

48. Modifications. Any provision of this Indenture, except a provision as to the amount or time of payment of principal or interest on the bonds, may be later eliminated or modified by the Legislative Body if the holders of not less than seventy-five per cent (75%) of the outstanding bonds have agreed in writing to the elimination or the modification.

49. Refunding. If, prior to the payment of the bonds, it shall be found desirable to refund the bonds under the provisions of any law then available, said bonds or any part thereof may be refunded with the consent of the holders thereof and the refunding obligations so issued shall enjoy complete equality of lien with the portion of the bonds which is not refunded, if any there be, and the refunding obligations shall continue to enjoy whatever priority of lien over subsequent issues which may have been enjoyed by the bonds refunded; provided, however, that if only a portion of the outstanding bonds is so refunded and if such bonds are refunded in such manner that the interest rate thereof is increased or that any of the refunding obligations mature at a date earlier than the maturity date of any of the bonds not refunded, then such bonds may not be refunded without the consent of the holders of the unrefunded portion of said bonds.

50. Default.

(a) Event of. If one or more of the following events (herein called "events of default") shall happen:

(1) Principal. If default shall be made in the due and punctual payment of the principal of any bond when and as the same shall become due and payable whether at maturity as therein expressed, by proceedings for redemption, by declaration or otherwise; or

(ii) Interest. If default shall be made in the due and punctual payment of any installment of interest of any bond when and as such interest installment shall become due and payable; or

(iii) Covenants. If default shall be made in the observation of any of the covenants, agreements or conditions on its part herein or in the bonds contained, and any of such defaults shall have continued for a period of thirty (30) days; or

(iv) Bankruptcy. If the Entity shall file a petition or answer seeking reorganization or arrangement under the Federal Bankruptcy laws or other applicable laws or statutes of the United States of America, or if a court of competent jurisdiction shall approve a petition, filed with or without the consent of the Entity seeking reorganization under the Federal Bankruptcy laws or any other applicable laws or statutes of the United States of America, or if under the provisions of any other law for the relief or aid of debtors any court of competent jurisdiction shall assume custody or control of the Entity or of the whole or any substantial part of its property;

(b) Acceleration. Then and in each and every such case the holders of not less than seventy-five per cent (75%) in aggregate principal amount of the bonds at the time outstanding shall be entitled, upon notice in writing to the Entity, to declare the principal of all of the bonds then outstanding and the interest accrued thereon to be due and payable immediately, and upon any such declaration the same shall become and shall be immediately due and payable, anything in this Indenture or in the bonds contained to the contrary notwithstanding;

(c) Application of Funds. All of the net revenues of the Enterprise, including all sums in all of the funds provided for in any section hereof upon the date of the happening of any event of default and all sums thereafter received by the Entity hereunder shall be applied by it, upon presentation of the several bonds and coupons, and the stamping thereon of the payment, if only partially paid, or upon the surrender thereof if fully paid, in the following order:

(i) Costs and Expenses. To the payment of the costs and expenses of the bondholders in declaring such event of default, including reasonable compensation to their agents, attorneys and counsel, and to the payment of the costs and expenses of the Finance Officer in carrying out the provisions of this Section, including reasonable compensation to its agents, attorneys and counsel;

(ii) Interest on Undue Bonds. In case the principal of the bonds shall not have become due and shall not then be due and payable, to the payment of the interest in default in the order of the maturity of the installments of such interest, with interest on the overdue installments at the same rate, such payments to be made ratably to the persons entitled thereto without discrimination or preference;

(iii) Principal and Interest on Due Bonds. In case the principal of the bonds shall have become and shall be then due and payable, to the payment of the whole amount then owing and unpaid upon the bonds for the principal and interest, with interest on the overdue principal and installments of interest at the same rate;

(iv) Insufficient Funds. In case such moneys shall be insufficient to pay in full the whole amount so owing and unpaid upon the bonds, then to the payment of such principal and interest without preference or priority of principal over interest, or of interest over principal, or of any installment of interest over any other installment of interest, ratably to the aggregate of such principal and interest then due;

(d) Refunding Defaulted Bonds. The Entity may, with the consent of the holder thereof, refund any defaulted bonds by the issuance of a new bond maturing after the maturity of the last bond of this issue, but otherwise on a parity as to payment of interest with the bonds of this issue, and exchange such bond for such matured bond, and in such event such action shall not be deemed as a default hereunder.

51. Bondholder Remedies. Subject to any contractual limitations binding upon the holders of any of the bonds (including but not limited to, any limitations upon the exercise of any remedy to the bondholders holding a specific proportion or percentage of such bonds), any holder of bonds shall have the right, for the equal benefit and protection of all holders of bonds of said authorized issue similarly situated, in addition to those provided in the Bond Law:

(a) Accounting. By action or suit in equity to require the Entity and its Legislative Body and other officers, agents and employees to account as the trustees of an express trust;

(b) Injunction. By action or suit in equity to enjoin any acts or things which may be unlawful or in violation of the rights of the bondholders; or

(c) Mandamus. By mandamus or other suit, action or proceeding at law or in equity to enforce his rights against the Entity and its and any of its officers, agents and employees, and to require and compel it or them to perform and carry out its and their duties and obligations under the law and its and their covenants and agreements with bondholders as provided herein.

52. Regulations for Collecting Charges. The Entity has and shall establish, maintain and diligently enforce valid regulations for establishing and collecting charges for the use of the services and facilities of the Enterprise.

53. Unconditional Obligation. Except only as provided herein for alteration of the bonds of this Indenture, nothing in this Indenture or in the bonds or in the coupons contained shall affect or impair the obligation of the Entity, which is absolute and unconditional, to pay the principal of and interest on the bonds to the respective holders of the bonds and coupons at the respective dates of maturity, or upon prior redemption, as herein provided, and out of the net revenues herein pledged and proceeds of special assessments herein provided for such payment, or affect or impair the right of action, which is also absolute and unconditional, of such holders to institute suit to enforce such payment by virtue of the contract embodied in the bonds and coupons.

54. Performance of Essence. The performance of the duties prescribed in this Indenture and in the Bond Law pursuant to which it was adopted, by the Entity or its proper officers, agents or employees, is of the essence of Entity's contract with the bondholders.

55. Bond Law. Each taker and subsequent holder of the bonds and attached or detached coupons has recourse to all of the provisions of this Indenture and of the Bond Law, and is bound by their terms.

56. Indenture is Covenant. Each and all of the terms of this Indenture shall be and constitute a covenant on the part of the Entity to and with each and every bondholder from the time the bonds are issued hereunder.

57. Period of Agreement. Whenever all of the bonds and all interest then accrued thereon shall have been fully paid and discharged, the agreements in this Indenture contained shall cease and terminate, and the Entity shall be under no further obligation to apply the revenues of the Enterprise as herein required, or otherwise to do or perform any of the covenants, conditions or agreements in this Indenture contained.

58. Bond Form. The bonds and coupons representing interest thereon shall be in substantially the following form:

UNITED STATES OF AMERICA
STATE OF CALIFORNIA
COUNTY OF SAN JOAQUIN
CITY OF LODI

OFF-STREET PARKING BOND OF 1958

No. _____

\$1,000.00

KNOW ALL MEN BY THESE PRESENTS, that the City of Lodi, a municipal corporation, in the County of San Joaquin, State of California, hereinafter referred to as "City", for value received, has obligated itself to pay to the bearer (or if this bond is registered, to the registered owner hereof), from the 1958 Off-Street Parking Bond Fund of the City, on the 15th day of March, 19____, the sum of ONE THOUSAND DOLLARS, with interest thereon from date at the rate of _____% per annum, as evidenced by the interest coupons attached hereto at the time of issuance, said interest payable semi-annually on the 15th day of March and the 15th day of September in each year, all as more particularly set forth in the Resolution providing for the issuance of this bond.

Bonds maturing on or prior to March 15, 1978 are not subject to call or redemption prior to maturity. Bonds maturing on or after March 15, 1979, shall, by their terms, be subject to call and redemption, at the option of the City, as a whole or in part, on March 15, 1968, but not prior thereto, or on any interest date thereafter and prior to their respective dates of maturity.

Said bonds shall be called and redeemed in installments of up to \$5,000 in any year of maturity and in inverse numerical order in each installment. The first \$5,000 installment shall be called from the bonds maturing in the year 1985, and each succeeding \$5,000 installment shall be called from the bonds maturing in the next prior year until such installments have been called in each year through 1979. When the \$5,000 installment of bonds to be called in the year 1979 has been called, the next \$5,000 installment shall be for bonds maturing in the year 1985 and then again in each year through 1979. Such installment calls and redemptions shall continue in the same sequence until all callable bonds have been called and redeemed.

The City shall pay the principal amount of said bonds plus a premium of one-quarter of one per cent ($1/4$ of 1%) of such principal amount for each whole twelve (12) months and for any remaining fraction of a twelve-month period from the date fixed for redemption to the maturity date of such bond, but not to exceed four per cent (4%) of such principal amount.

The City may also, from time to time, purchase any or all of said outstanding bonds at prices offered, at or below the sum required to be paid in the event of redemption by call. All bonds purchased or called will be cancelled and will not again be reissued.

The City Treasurer shall cause thirty (30) days notice of redemption to be given by mail, and in addition shall publish such notice once at least thirty (30) days prior to the day of call in a financial paper published in New York or Chicago. The City Treasurer shall mail such notice by registered mail thirty (30) days prior thereto to the last known holder or holders of any bearer bond so called, as shown by the records in his office. Notice of redemption of any registered bond shall be given to the registered owners by registered mail at least thirty (30) days prior to the date of call. No interest shall accrue on said bonds called for redemption or on any interest coupons thereof after the redemption date specified in said notice.

If, upon presentation at maturity, payment of this bond or any interest coupon thereof, or both, is not made in full accordance with the terms of the resolution providing for the issuance hereof, said bond or coupon, or both, shall continue to bear interest at the rate stated herein until paid in full.

Both principal and interest are payable at the office of the City Treasurer, City Hall, Lodi, California, or, at the option of the holder, at any fiscal agency of the City in Los Angeles, California, or San Francisco, California, or Chicago, Illinois, or New York, New York, in lawful currency of the United States of America which, upon date of payment, is legal tender for public and private debts.

This bond and the interest thereon are payable exclusively out of the 1958 Off-Street Parking Bond Fund, as said fund appears on the books of the City Treasurer of said City, from (1) the net revenues from the operation of the Project, as defined in said Resolution, (2) the net revenues from parking meters within the Central Business District, pledged to the payment of the bonds and the interest thereof of this issue, and (3) an annual ad valorem assessment levy upon the taxable real property within the Parking District, limited to thirty-one (31) years as to time and to \$.50 per \$100 of assessed valuation of taxable real property within the Parking District in any one year, as to rate or amount. Neither the City nor any of its officers is to be held otherwise liable for the principal or interest hereof.

This bond is one of an issue of the total principal amount of Three Hundred Eighty Thousand Dollars (\$380,000), all of like date and tenor except as to number, maturity, prior redemption provisions (and interest rate), all issued by the City for the purpose of providing moneys to finance a Project consisting of the acquisition and construction of an off-street parking system and the acquisition of lands and easements necessary therefor, as part of an Enterprise consisting of the acquiring, constructing, maintaining and operating of on and off-street motor vehicle parking facilities within and without the boundaries of Parking District No. 1 but within the Central Business District, as set forth and described in Resolution No. 2099, A Resolution Providing for Issuance of Bonds, adopted February 19, 1958, to which reference is hereby made for the obligations, duties, rights and privileges thereby created, and as authorized by and in strict accordance with the Constitution of the State of California and the Parking District Law of 1951.

The City Council has agreed that it will install and maintain and continue to maintain parking meters on the streets within and without Parking District No. 1, but within the Central Business District of the City, as set forth and provided in Resolution of Intention No. 1944, as amended, and in the Resolution providing for the issuance of this bond.

The City has pledged and allocated, as a primary, direct and exclusive first charge and lien thereon, the annual net revenues to be received from said off-street parking facilities and from said street meters commencing March 15, 1958, to be used to pay the annual principal and interest of the bonds of this issue and as a reserve security for the bonds. Any surplus must be used exclusively for the call or purchase and redemption of bonds, during the time that any of said bonds or the interest thereon are outstanding and unpaid.

There is a mandatory duty on the part of the City Council to annually levy an ad valorem special assessment on all taxable real property within Parking District No. 1 in an amount which shall be clearly sufficient to pay the principal of and interest on said bonds which has or shall accrue prior to the time that the proceeds of another such levy shall be available therefor, that is not provided from the net revenues to be derived from the Project and from the pledge of the net revenues from said street meters, which duty is limited to thirty-one (31) years as to time and to \$.50 per \$100 assessed valuation of taxable real property in the Parking District in any one year, as to rate or amount.

The net revenues from the Project and the moneys of the pledge and the proceeds of the ad valorem assessment levies, shall constitute trust funds for the security and payment of all the bonds and the interest thereon, and shall not be used for any other purpose so long as such bonds or interest thereon are unpaid.

This bond may be registered, de-registered and re-registered in the manner provided in the bond resolution. If registered as to principal and interest, the principal hereof and interest hereon shall be payable only to such registered owner. If registered as to principal only, the principal hereof shall be payable only to such registered owner.

Any provision of the Resolution providing for the issuance of this bond, except a provision as to the amount or time of payment of principal or interest thereon, may be later eliminated or modified by the City Council if the holders of not less than seventy-five per cent (75%) of the outstanding bonds have agreed in writing to the elimination or the modification.

IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions and things required by the Constitution and laws of the State of California to be done, to happen and to be performed precedent to and in the issuance of this bond have been done, have happened and have been performed in regular due form, time and manner as required by law; that the City is authorized by law to operate the Enterprise herein referred to and the City Council has established and has covenanted to maintain rates and charges for the services and facilities thereof; and the City has created a special 1958 Off-Street Parking Bond Fund for the payment of said principal and interest, into which it has agreed to set aside out of on-street meter funds now available, the sum of \$7,200 to be applied on account of interest during construction and six (6) months thereafter, and has agreed to set aside in said fund on the first day of each calendar month commencing with the date hereof, and after said moneys therein have been applied, an equal aliquot part necessary to pay interest which shall become due on the next succeeding interest payment date, and, commencing twelve (12) months prior to the first maturity of the bonds, an equal aliquot part of the amount necessary to pay the installment of principal which shall fall due at the next ensuing principal payment date.

IT IS FURTHER CERTIFIED AND RECITED that for the further protection of the payment of the bonds of this issue and the interest thereon when due, the City has created a special 1958 Off-Street Parking Bond Reserve Fund, into which it has agreed to set aside, out of on-street meter funds now available, an amount equal to the average annual aggregate amount

of principal and interest to accrue in each year during the term of the bonds, which fund shall be used solely as a guarantee for the payment of the principal of and interest on said bonds.

IN WITNESS WHEREOF, the City of Lodi, by its City Council, has caused this bond to be executed in its behalf by the Mayor and Treasurer of said City by their printed, lithographed or engraved signatures hereon, and countersigned by the manual signature of the City Clerk, who has affixed hereto the corporate seal of the City, and has caused the interest coupons to be executed and authenticated by the facsimile signature of the Treasurer, all as of March 15, 1958.

Mayor

Treasurer

COUNTERSIGNED:

City Clerk

59. Interest Coupon Form. The coupons shall be substantially in the following form:

(Form of Coupon)

No. _____ \$ _____

On the 15th day of March (September), 19____ the City of Lodi will pay to bearer out of its 1958 Off-Street Parking Bond Fund at the office of the City Treasurer, Lodi, California, or, at the option of the holder, at any fiscal agency of the City in Los Angeles, California, or San Francisco, California, or Chicago, Illinois, or New York, New York, (unless the bond to which this coupon is attached has been redeemed prior thereto)* the sum of _____ Dollars (\$_____) for interest then due on its Off-Street Parking Bond dated March 15, 1958.

Bond No. _____

City Treasurer

* To be inserted in all coupons maturing after March 15, 1968, attached to Bonds Nos. 221 to 380, inclusive.

60. Registration Form. The form of endorsement on said bond for registration shall be as follows:

This bond is registered in the name of the registered owner whose name and address appear last in the space below, as to principal only or as to principal and interest, as noted below, and the principal only or both the principal of and interest on this bond are payable accordingly to such registered owner.

Note: There must be no writing in the space below except by the City Treasurer.

Date of Registry	Type of Registration*	Name of Registered Owner	Address of Registered Owner	Signature of City Treasurer
	Principal only and Interest			
	Principal only and Interest			
	Principal only and Interest			

* In the event registration is as to principal only, strike the words "and interest"; if as to principal and interest, strike the word "only".

61. Legality. If any section, paragraph, subdivision, sentence, clause or phrase of this Indenture shall for any reason be adjudged by any court of competent jurisdiction to be unconstitutional, unenforceable or invalid, such judgment shall not affect the validity of the remaining portion of this Indenture. The Legislative Body hereby declares it would have adopted this Indenture and each and every other section, paragraph, subdivision, sentence, clause or phrase hereof and would have authorized the issuance of the bonds pursuant hereto irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this Indenture may be held to be unconstitutional, unenforceable or invalid.

62. Central Business District Boundary. The Central Business District referred to herein and elsewhere in the proceedings is hereby established and the boundaries thereof are described in Exhibit "A" hereto attached and by reference made a part hereof.

* * * * *

I hereby certify that the foregoing resolution was duly and regularly adopted and passed by the City Council of the City of Lodi, California, at a regular meeting thereof held on the 19th day of February, 1958, by the following vote:

AYES, and in favor thereof, Councilmen:

Fuller, Robinson, Katzakian, Mitchell, Hughes

NOES, Councilmen: None

ABSENT, Councilmen: None

APPROVED:

George M. Hughes
Mayor

Beatrice Garibaldi
City Clerk of the City of Lodi

(seal)

EXHIBIT "A"

Beginning at the intersection of the northerly line of Lockeford Street with the westerly line of Pleasant Avenue, thence southerly along said westerly line of Pleasant Avenue to the southerly line of Lodi Avenue, thence easterly along said southerly line of Lodi Avenue to the easterly line of the Southern Pacific Railroad right-of-way, thence northerly along said easterly line of the Southern Pacific Railroad right-of-way to the northerly line of Lockeford Street, thence westerly along said northerly line of Lockeford Street to the point of beginning.